1	BRETT A. AXELROD, ESQ.
	Nevada Bar No. 5859
2	NICHOLAS A. KOFFROTH, ESQ.
3	Nevada Bar No. 16264
	ZACHARY T. WILLIAMS, ESQ.
4	Nevada Bar No. 16023
	FOX ROTHSCHILD LLP
5	1980 Festival Plaza Drive, Suite 700
	Las Vegas, Nevada 89135
6	Telephone: (702) 262-6899
7	Facsimile: (702) 597-5503
	Email: baxelrod@foxrothschild.com
8	nkoffroth@foxrothschild.com
	zwilliams@foxrothschild.com
9	Counsel for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

Case No. BK-23-10423-mkn

CASH CLOUD, INC.,	Chapter 11
dba COIN CLOUD,	
	DECLARATION OF CHRISTOPHER A.
Debtor.	MCALARY IN SUPPORT OF
	AMENDED MOTION FOR ORDER:
	(A) CONFIRMING AUCTION
	RESULTS; (B) APPROVING THE SALE
	OF CERTAIN OF DEBTOR'S ASSETS
	TO HELLER CAPITAL GROUP, LLC,
	AND GENESIS COIN, INC., FREE AND
	CLEAR OF LIENS CLAIMS,
	ENCUMBRANCES, AND OTHER
	INTERESTS; (C) AUTHORIZING THE
	ASSUMPTION AND ASSIGNMENT OF
	CERTAIN OF THE DEBTOR'S
	EXECUTORY CONTRACTS AND
	UNEXPIRED LEASES RELATED
	THERETO; AND (D) GRANTING
	RELATED RELIEF

Hearing Date:

Hearing Time: 10:30 a.m.

June 28, 2023

147005322.1

1

2

3

4

5

6

7

8

9

11

13 14

15

16

17 18

19 20

21

22 23

24 25

> 26 27

28

I, Christopher A. McAlary, declare as follows:

- I am the former Chief Executive Officer of Cash Cloud, Inc. dba Coin Cloud (the 1. "Debtor" or "Cash Cloud"), debtor and debtor in possession in the above captioned chapter 11 case (the "Chapter 11 Case").
- 2. Except as otherwise indicated herein, this Declaration is based upon my personal knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would testify competently to the facts set forth in this Declaration.
- 3. I make this Declaration in support of the Amended Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related thereto; and (D) Granting Related Relief [ECF No. 730] (the "Motion"), and to respond to the baseless insinuations set forth in the Official Committee of Unsecured Creditors' Statement and Reservation of Rights in Response to the Debtor's Sale Motion and MSA Motion [ECF No. 758].
- Although I remained as CEO throughout the auction process, in order to assist the 4. Debtor with, inter alia, bidder due diligence, all decisions regarding the bankruptcy proceedings and company operations related thereto both pre- and post-petition were made jointly with the independent director and based on advice provided by Debtor's counsel and financial advisors.
- 5. I have cooperated with Debtor's counsel, Debtor's financial advisors and Debtor's independent director throughout this case.
- 6. I have responded to all of the Unsecured Creditor Committee inquiries, including sitting for a 2004 examination lasting over 12 hours.
- 7. I resigned as Debtor's CEO only after the auction process was complete, and following discussions with Debtor's counsel, Debtor's financial advisors and Debtor's independent director.
- 8. One of the most valuable estate assets is its litigation against Cole-Kepro regarding delivery of defective DCM's which was a material and significant factor in the events causing the Debtor to file this Bankruptcy Case. Cole-Kepro is the Chair of the Unsecured Creditor Committee.

	9.	As reflected in, inter alia, my Omnibus Declaration filed on February 7, 2023 [ECF
No 19	9] Coin	Cloud Ativos Digitais Brasil LTDA (the "Limitada") is a wholly-owned subsidiary of
the D	ebtor.	<i>Id.</i> at ¶12.
	10	I am a director of the Limiteds a feet which has been disclosed to the Unscourage

- 10. I am a director of the Limitada, a fact which has been disclosed to the Unsecured Creditor Committee and all parties throughout this proceeding (including in connection with the DIP loan, which I signed on behalf of both Debtor and the Limitada).
- 11. I am the winning bidder for the purchase of the equity of the Limitada from the Debtor. See Notice of Auction Results Regarding Sale of Substantially All of Debtor's Assets at ECF No. 618.
- 12. I hereby declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

I hereby declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

DATED this 26th day of June 2023.

/s/Christopher A. McAlary
Christopher A. McAlary